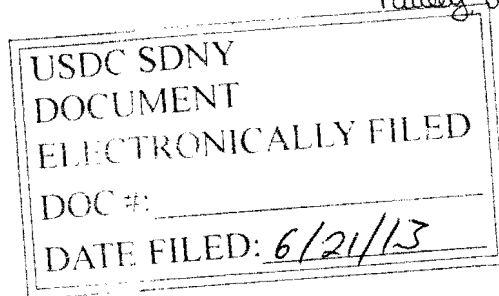


Pauley W.



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HARD ROCK CAFE INTERNATIONAL
(USA), INC.,

Plaintiff,

v.

HARD ROCK HOTEL HOLDINGS, LLC,
HARD ROCK HOTEL, INC., HRHH IP, LLC,
MORGANS HOTEL GROUP CO., MORGANS
HOTEL GROUP MANAGEMENT LLC,
MORGANS GROUP LLC, DLJMB HRH
VOTECO, LLC, DLJ MB IV HRH, LLC, DLJ
MERCHANT BANKING PARTNERS IV, L.P.,
TURNER BROADCASTING SYSTEM, INC.,
BRAD LACHMAN PRODUCTIONS, INC. and
GENCO ENTERTAINMENT, INC.,

Defendants.

Case No. 10 CV 7244 (WHP)

**STIPULATION AND ORDER
OF DISMISSAL WITH
PREJUDICE**

Plaintiff Hard Rock Cafe International (USA), Inc. ("HRCI") and Defendants
Hard Rock Hotel Holdings, LLC, Hard Rock Hotel, Inc., HRHH IP, LLC, and Morgans
Hotel Group Management LLC, by and through their undersigned counsel, hereby
stipulate, as follows:

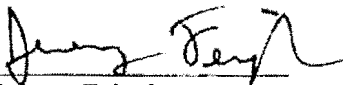
1. Defendants Hard Rock Hotel Holdings, LLC, Hard Rock Hotel, Inc., HRHH IP, LLC and Morgans Hotel Group Management LLC hereby consent to the granting of the motion filed by HRCI on February 8, 2013 [Dkt. No. 76] for leave to file a Second Amended Complaint, specifically including, but not limited to, that portion of the motion that amends HRCI's First Amended Complaint to add BREF HR, LLC and WG-Harmon, LLC as defendants in this action, and such motion shall be deemed granted upon entry of this Stipulation and Order of Dismissal by the Court.

2. All claims asserted in this action at any time by HRCI against defendants Hard Rock Hotel Holdings, LLC, Hard Rock Hotel, Inc., HRHH IP, LLC, Morgans Hotel Group Management LLC, BREF HR, LLC and WG-Harmon, LLC, together with all counterclaims and affirmative defenses asserted by any of these defendants against HRCI, are hereby dismissed pursuant to Fed. R. Civ. P. 41(a)(2) with prejudice and without any award of costs or fees to any party. To the extent that the settlement agreement entered into by HRCI and certain of the foregoing defendants provides for resolution of certain matters by arbitration, those matters are preserved for the arbitrator notwithstanding this stipulation and order.

SO STIPULATED:

Dated: New York, New York
June 13, 2013

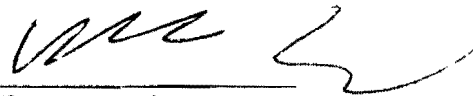
DEBEVOISE & PLIMPTON LLP

By: 

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*Attorneys for Defendants Hard Rock
Hotel Holdings, LLC, Hard Rock Hotel,
Inc., HRHH IP, LLC, Morgans Hotel
Group Management LLC, BREF HR,
LLC and WG-Harmon, LLC*

DORSEY & WHITNEY LLP

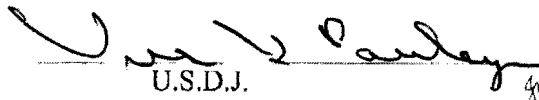
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(212) 415-9200

*Attorneys for Plaintiff Hard Rock Cafe
International (USA), Inc.*

SO ORDERED:

Dated: 6/20/13


U.S.D.J.